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*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 30 November 2017 (the “**Prospectus**”) issued by Shen You Holdings Limited (the “**Company**”).*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.*

# SHEN YOU HOLDINGS LIMITED

## 申酉控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

### LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

**Number of Offer Shares : 200,000,000 Shares (subject to the Offer Size Adjustment Option)**

**Number of Public Offer Shares : 20,000,000 Shares (subject to reallocation)**

**Number of Placing Shares : 180,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)**

**Offer Price : Not more than HK\$0.375 per Offer Share and expected to be not less than HK\$0.25 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full upon application in Hong Kong dollars and subject to refund)**

**Nominal value : HK\$0.01 per Share**

**Stock code : 8377**

#### Sole Sponsor



**華邦融資有限公司**  
Huabang Corporate Finance Limited

#### Sole Bookrunner



**華邦證券有限公司**  
Huabang Securities Limited

Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus pursuant to the Share Offer, the Capitalisation Issue and any Shares which may be allotted and issued pursuant to the exercise of the Offer Size Adjustment Option and the exercise of options that may be granted under the Share Option Scheme as described in the Prospectus.

Subject to the granting by the Stock Exchange of the approval of the listing of, and permission to deal in, the Shares on GEM and the Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or, under contingent situation, any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Share Offer comprises the Public Offer and the Placing. A total of 200,000,000 Offer Shares will initially be made available under the Share Offer, of which 20,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares, will initially be offered to members of the public in Hong Kong under the Public Offer. The remaining 180,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the Offer Shares, will initially be conditionally placed with selected professional, institutional and private investors under the Placing. The allocation of the Offer Shares between the Public Offer and the Placing is subject to adjustment as set out in the section headed "Structure and Conditions of the Share Offer — The Public Offer — Reallocation" in the Prospectus.

The Offer Price will be not more than HK\$0.375 per Offer Share and is expected to be not less than HK\$0.25 per Offer Share, unless otherwise announced. Applicants for Public Offer Shares under the Public Offer are required to pay in full, on application, the maximum Offer Price of HK\$0.375 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%. If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.375 per Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest.

In connection with the Share Offer, the Company proposes to grant to the Sole Bookrunner (for itself and on behalf of the Placing Underwriters) the Offer Size Adjustment Option pursuant to which the Sole Bookrunner (for itself and on behalf of the Placing Underwriters) may exercise at any time during the period from the date of the Placing Underwriting Agreement to the business day immediately before the date of the announcement of the results of allocation and the basis of allocation of the Public Offer Shares, to require the Company to allot and issue at the Offer Price up to an aggregate of 30,000,000 additional new Shares, representing 15% of the total number of Offer Shares initially made available under the Share Offer on the same terms as those applicable to the Share Offer to cover over-allocations under the Placing (if any).

The Shares to be issued pursuant to the Offer Size Adjustment Option will not be used for price stabilisation purposes in the secondary market after Listing of the Shares on the Stock Exchange and are not subject to the Securities and Futures (Price Stabilising) Rules (Chapter 571W of the Laws of Hong Kong). Any such additional Shares may be issued to cover any excess demand in the Placing. If the Offer Size Adjustment Option is exercised in full, the 30,000,000 additional new Shares and the Offer Shares will represent approximately 3.6% and 24.1%, respectively, of the Company's enlarged share capital in issue immediately after completion of the Capitalisation Issue, the Share Offer and the exercise of the Offer Size Adjustment Option.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms. The Share Offer is conditional upon the fulfilment of the conditions as set out in the section headed "Structure and Conditions of the Share Offer — Conditions of the Public Offer" in the Prospectus. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled (or, where applicable, waived by the Sole Bookrunner (for itself and on behalf of the Underwriters)) in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Share Offer will not proceed and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.shenyoutholdings.com](http://www.shenyoutholdings.com) on the next business day following the date of such lapse.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Sole Bookrunner (for itself and on behalf of the Underwriters) is entitled, in its sole and absolute discretion, to terminate the Underwriters' obligations under the Underwriting Agreements by giving notice in writing to the Company, upon the occurrence of any of the events as set out in the section headed "Underwriting — Underwriting Arrangements and Expenses — The Public Offer — Grounds for termination" in the Prospectus at any time prior to 8:00 a.m. on the Listing Date i.e. 15 December 2017. If, for any reason, the Offer Price is not agreed between the Company and the Sole Bookrunner (for itself and on behalf of the Underwriters) on or around Monday, 11 December 2017, or such other date as may be agreed between the Company and the Sole Bookrunner (for itself and on behalf of the Underwriters), the Share Offer will not become unconditional and will lapse. In the event that the terms and conditions of the Share Offer as mentioned therein are not fulfilled or waived by the Sole Bookrunner (for itself and on behalf of the Underwriters) (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.shenyoutholdings.com](http://www.shenyoutholdings.com) on the next business day following the date of such lapse.

Applicants who would like the Public Offer Shares to be issued in their own names should either (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the HK eIPO White Form Service Provider at **www.hkeipo.hk** through the **HK eIPO White Form Service**. Applicants who would like the Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant's stock accounts maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 30 November 2017 until 12:00 noon on Friday, 8 December 2017 at:

(a) the following office of the Sole Sponsor:

<b>Huabang Corporate Finance Limited</b>	Room 2006, 20/F Enterprise Square Two 3 Sheung Yuet Road Kowloon Bay, Kowloon Hong Kong
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(b) any of the following offices of the Sole Bookrunner and the Joint Lead Managers:

<b>Huabang Securities Limited</b>	Room 1708–13, 17/F Nan Fung Tower 88 Connaught Road Central and 173 Des Voeux Road Central Hong Kong
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<b>Quasar Securities Co., Limited</b>	Unit A, 12/F Harbour Commercial Building 122–124 Connaught Road Central Hong Kong
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<b>Long Asia Securities Limited</b>	Unit A, 23/F, The Wellington 198 Wellington Street Sheung Wan Hong Kong
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<b>Yue Xiu Securities Company Limited</b>	13/F, Yuexiu Building 160 Lockhart Road Wanchai Hong Kong
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(c) any of the following branches/sub-branches of Bank of Communications Co., Ltd. Hong Kong Branch, the receiving bank for the Public Offer:

<b>District</b>	<b>Branch/Sub-Branch name</b>	<b>Address</b>
Hong Kong Island	Hong Kong Branch	20 Pedder Street Central
Kowloon	Mongkok Sub-Branch	G/F. and 1/F., Shun Wah Building Nos. 735 & 735A Nathan Road Mongkok
New Territories	Tai Po Sub-Branch	Shop No.1, 2, 26 & 27 G/F., Wing Fai Plaza 29–35 Ting Kok Road Tai Po

Printed copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 30 November 2017 until 12:00 noon on Friday, 8 December 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong, or your stockbroker, who may have the **YELLOW** Application Forms and the copies of the Prospectus available.

Your completed **WHITE** and **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Bank of Communications (Nominee) Co. Ltd. — Shen You Holdings Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the designated branches/sub-branches of the receiving bank listed above on such dates and during such time as below:

<b>Thursday, 30 November 2017</b>	<b>—</b>	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Friday, 1 December 2017</b>	<b>—</b>	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Saturday, 2 December 2017</b>	<b>—</b>	<b>9:00 a.m. to 1:00 p.m.</b>
<b>Monday, 4 December 2017</b>	<b>—</b>	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Tuesday, 5 December 2017</b>	<b>—</b>	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Wednesday, 6 December 2017</b>	<b>—</b>	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Thursday, 7 December 2017</b>	<b>—</b>	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Friday, 8 December 2017</b>	<b>—</b>	<b>9:00 a.m. to 12:00 noon</b>

Applicants applying through **HK eIPO White Form** service may submit applications through the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, 30 November 2017, until 11:30 a.m. on Friday, 8 December 2017 or such later time as described in the section headed "How to Apply for the Public Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

The application for the Share Offer will commence on Thursday, 30 November 2017 through Friday, 8 December 2017. The application monies (including the brokerage, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on Thursday, 14 December 2017. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Friday, 15 December 2017.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 30 November 2017 until 12:00 noon on Friday, 8 December 2017 or such later time as described in the section headed “How to Apply for the Public Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Sole Bookrunner, the Joint Lead Managers and the Hong Kong Branch Share Registrar.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The announcement of the final Offer Price, the level of indications of interest in the Placing, the level of applications in the Public Offer and the basis of allotment and the results of applications in the Public Offer will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.shenyouholdings.com](http://www.shenyouholdings.com) on Thursday, 14 December 2017.

The results of allocation in the Public Offer and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be made available on Thursday, 14 December 2017 in the manner described in the section headed “How to Apply for the Public Offer Shares — 11. Publication of results” in the Prospectus.

The Company will not issue any temporary document of title of the Shares. Share certificates will only become valid at 8:00 a.m. on Friday, 15 December 2017 provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — The Public Offer — Grounds for termination” in the Prospectus has not been exercised.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 15 December 2017, dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 15 December 2017. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8377.

By order of the Board  
**Shen You Holdings Limited**  
**Wong Kwok Wai, Albert**  
*Chairman and executive Director*

Hong Kong, 30 November 2017

*As at the date of this announcement, the executive Directors are Mr. Wong Kwok Wai, Albert and Mr. Lee Wing Hong; the non-executive Director is Mr. Ng Chan Lam; and the independent non-executive Directors are Mr. To King Yan, Adam, Dr. Yeung Ngai Man, John and Mr. Sung Alfred Lee Ming.*

*In this announcement, unless otherwise stated, all times and dates refer to Hong Kong local times and dates.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (a) the information contained in this announcement is accurate and complete in all material respects and not misleading; and (b) there are no other matters the omission of which would make any statement in this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk), and, in the case of this announcement, on the "Latest Company Announcements" page for seven days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at [www.shenyouholdings.com](http://www.shenyouholdings.com).*